

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-
0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB
No. 34364)
MC GUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., : :
: :
Debtors. : Jointly Administered
- - - - - x

**ORDER GRANTING DEBTORS' SECOND MOTION FOR
AN ORDER UNDER 11 U.S.C. § 105(a) AND FED. R.
BANKR. P. 9006(b) FURTHER EXTENDING THE TIME PERIOD WITHIN
WHICH THE DEBTORS MAY REMOVE ACTIONS PURSUANT TO 28 U.S.C.
§ 1452 AND FED. R. BANKR. P. 9027**

Upon the second motion (the "Second Motion")¹
of the Debtors for entry of an order under Bankruptcy

¹ Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Motion.

Code section 105(a) and Bankruptcy Rule 9006(b) further extending the time period within which the Debtors may remove actions pursuant to 28 U.S.C. § 1452 and Bankruptcy Rule 9027; and this Court having fully considered the record before it; and it appearing that notice of the Motion was good and sufficient under the circumstances; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Second Motion is GRANTED.
2. The time period within which the Debtors may remove actions pending as of the Petition Date under 28 U.S.C. § 1452 and Bankruptcy Rule 9027 is hereby further extended through the longer of (a) October 6, 2009, or (b) 30 days after entry of an order terminating the automatic stay with respect to any particular action sought to be removed.

3. Entry of this Order is without prejudice to the Debtors' right to seek from this Court further extensions of the time period to remove actions.

4. This Court shall retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
June ___, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MC GUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley